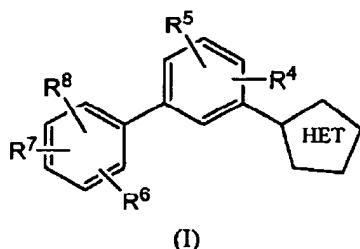


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**In the Claims**

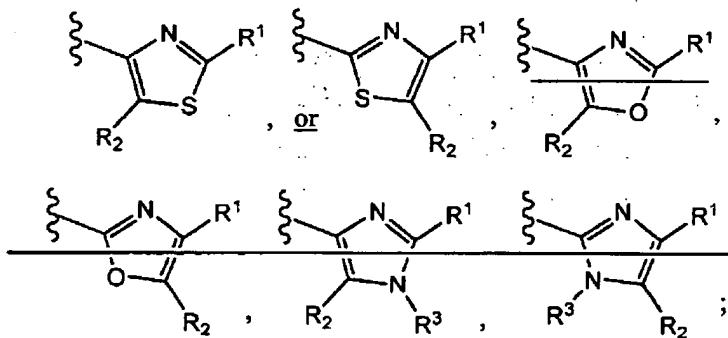
1 (Currently Amended)

A compound represented by Formula (I):



or a pharmaceutically acceptable salt thereof, wherein

HET is one of the following heterocycles:

R<sup>1</sup> is

- (a) H;
- (b) C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>4</sub>-alkenyl, C<sub>2</sub>-C<sub>4</sub>-alkynyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, or C<sub>1</sub>-C<sub>4</sub>-alkyl-[C<sub>3</sub>-C<sub>6</sub>-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, O-CONR<sup>a</sup>R<sup>b</sup>, NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)CONR<sup>a</sup>R<sup>b</sup>, COO-(C<sub>1</sub>-C<sub>4</sub>)alkyl, COOH, CN, CONR<sup>a</sup>R<sup>b</sup>, SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -O-C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, -S-C<sub>1</sub>-C<sub>6</sub>-alkyl or -S-C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-

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$C_4$ )alkyl,  $S(O)_{0-2}-(C_1-C_4)$ alkyl,  $O\text{-CONR}^aR^b$ ,  $NR^aR^b$ ,  $N(R^a)\text{CONR}^aR^b$ ,  $\text{COO}-(C_1-C_4)$ alkyl,  $\text{COOH}$ ,  $\text{CN}$ ,  $\text{CONR}^aR^b$ ,  $\text{SO}_2\text{NR}^aR^b$ ,  $N(R^a)\text{SO}_2\text{NR}^aR^b$ ,  $-\text{C}(\text{=NH})\text{NH}_2$ , tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(d)  $-\text{C}_0\text{-C}_4\text{-alkyl-C}_1\text{-C}_4\text{-perfluoroalkyl}$ , or  $-\text{O-C}_0\text{-C}_4\text{-alkyl-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ;

(e)  $-\text{OH}$ ;

(f)  $-\text{O-aryl}$ , or  $-\text{O-C}_1\text{-C}_4\text{-alkyl-aryl}$ , wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i)  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ , ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(\text{=O})(R^a)$ , v)  $-\text{OR}^a$ , vi)  $-\text{NR}^aR^b$ , vii)  $-\text{C}_0\text{-4alkyl-CO-OR}^a$ , viii)  $-(\text{C}_0\text{-4alkyl})\text{NH-CO-OR}^a$ , ix)  $-(\text{C}_0\text{-4alkyl})\text{CO-N(R}^a\text{)(R}^b\text{)}$ , x)  $-\text{S(O)}_{0-2}\text{R}^a$ , xi)  $-\text{SO}_2\text{N(R}^a\text{)(R}^b\text{)}$ , xii)  $-\text{NR}^a\text{SO}_2\text{R}^a$ , xiii)  $-\text{C}_1\text{-10alkyl}$ , and xiv)  $-\text{C}_1\text{-10alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-\text{NR}^a$ -,  $-\text{O-}$ ,  $-\text{S(O)}_{1-2-}$ ,  $-\text{O-C(O)-}$ ,  $-\text{C(O)-O-}$ ,  $-\text{C(O)-N(R}^a\text{)-}$ ,  $-\text{N(R}^a\text{)-C(O)-}$ ,  $-\text{N(R}^a\text{)-C(O)-N(R}^a\text{)-}$ ,  $-\text{C(O)-}$ ,  $-\text{CH(OH)-}$ ,  $-\text{CH=CH-}$ , or  $-\text{C}\equiv\text{C-}$ ;

(g)  $-\text{OCON(R}^a\text{)(R}^b\text{)}$ , or  $-\text{OSO}_2\text{N(R}^a\text{)(R}^b\text{)}$ ;

(h)  $-\text{SH}$ , or  $-\text{SCON(R}^a\text{)(R}^b\text{)}$ ;

(i)  $-\text{NO}_2$ ;

(j)  $\text{NR}^aR^b$ ,  $-\text{N(COR}^a\text{)R}^b$ ,  $-\text{N(SO}_2\text{R}^a\text{)R}^b$ ,  $-\text{N(R}^a\text{)SO}_2\text{N(R}^a\text{)R}^b$ ,  $-\text{N(OR}^a\text{)CONR}^aR^b$ ,  $-\text{N(R}^a\text{)SO}_2\text{R}^a$  or  $-\text{N(R}^a\text{)CON(R}^b\text{)}_2$ ;

(k)  $-\text{CH(OR}^a\text{)R}^a$ ,  $-\text{C(OR}^b\text{)CF}_3$ ,  $-\text{CH(NHR}^b\text{)R}^a$ ,  $-\text{C}(\text{=O})\text{R}^a$ ,  $\text{C}(\text{=O})\text{CF}_3$ ,  $-\text{SOCH}_3$ ,  $-\text{SO}_2\text{CH}_3$ ,  $\text{COOR}^a$ ,  $\text{CN}$ ,  $\text{CONR}^aR^b$ ,  $-\text{COCONR}^aR^b$ ,  $-\text{SO}_2\text{NR}^aR^b$ ,  $-\text{CH}_2\text{O-SO}_2\text{NR}^aR^b$ ,  $\text{SO}_2\text{N(R}^a\text{)OR}^a$ ,  $-\text{C}(\text{=NH})\text{NH}_2$ ,  $-\text{CR}^a=\text{N-OR}^a$ ,  $\text{CH=CHCONR}^aR^b$ ;

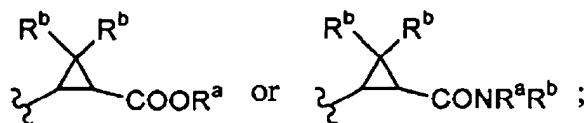
(l)  $-\text{CONR}^a(\text{CH}_2)_{0-2}\text{C(R}^a\text{)(R}^b\text{)(CH}_2)_{0-2}\text{CONR}^aR^b$ ;

(m) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidozolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 substituents selected from i)  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ , ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(\text{=O})\text{R}^a$ , v)  $\text{C}_1\text{-C}_6\text{-alkyl}$ , vi)  $-\text{O-R}^a$ , vii)  $-\text{NR}^aR^b$ , viii)  $-\text{C}_0\text{-C}_4\text{-alkyl-CO-O R}^a$ , ix)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{NH-CO-OR}^a$ , x)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{CO-NR}^aR^b$ , xi)  $-\text{S(O)}_{0-2}\text{R}^a$ , xii)  $-\text{SO}_2\text{NR}^aR^b$ , xiii)  $-\text{NHSO}_2\text{R}^a$ , xiv)  $-\text{C}_1\text{-C}_4\text{-perfluoroalkyl}$ , and xv)  $-\text{O-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ;

(n)  $-\text{C(R}^a\text{)=C(R}^b\text{)-COOR}^a$ , or  $-\text{C(R}^a\text{)=C(R}^b\text{)-CONR}^aR^b$ ;

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(o)

or

(p) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-susbstituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i) -CN, ii) -C(=O)(R<sup>a</sup>), iii) C<sub>1</sub>-C<sub>6</sub>-alkyl, iv) -OR<sup>a</sup>, v) -NR<sup>a</sup>R<sup>b</sup>, vi) -C<sub>0</sub>-C<sub>4</sub>-alkyl-CO-OR<sup>a</sup>, vii) -(C<sub>0</sub>-C<sub>4</sub>-alkyl)-NH-CO-OR<sup>a</sup>, viii) -(C<sub>0</sub>-C<sub>4</sub>-alkyl)-CON(R<sup>a</sup>)(R<sup>b</sup>), ix) -SR<sup>a</sup>, x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup> xiii) -C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl and xiv) -O-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl;

R<sup>a</sup> is

- (a) H;
- (b) C<sub>1</sub>-C<sub>4</sub>-alkyl, optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -OCONH<sub>2</sub>, -OCONH(C<sub>1</sub>-C<sub>4</sub>alkyl), -OCON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), -OCONHC<sub>1</sub>-C<sub>4</sub>alkyl-aryl, -OCON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>4</sub>alkyl), N(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), NH(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), N(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), NHCONH<sub>2</sub>, NHCONH(C<sub>1</sub>-C<sub>4</sub>alkyl), NHCONH(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), -NHCON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), NHCON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), N(C<sub>1</sub>-C<sub>4</sub>alkyl)CON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), COO-(C<sub>1</sub>-C<sub>4</sub>-alkyl), COOH, CN, CONH<sub>2</sub>, CONH(C<sub>1</sub>-C<sub>4</sub>alkyl), CON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), SO<sub>2</sub>NH<sub>2</sub>, SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub>alkyl), SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub>alkyl-aryl), SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), NHSO<sub>2</sub>NH<sub>2</sub>, -C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) C<sub>0</sub>-C<sub>4</sub>-alkyl-(C<sub>1</sub>-C<sub>4</sub>)-perfluoroalkyl; or
- (d) C<sub>1</sub>-C<sub>4</sub>-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(C<sub>1</sub>-C<sub>4</sub>-alkyl), v) -O(C<sub>1</sub>-C<sub>4</sub>-alkyl), vi) -N(C<sub>1</sub>-C<sub>4</sub>-alkyl)(C<sub>1</sub>-C<sub>4</sub>-alkyl), vii) -C<sub>1</sub>-10alkyl, and viii) -C<sub>1</sub>-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -CH=CH-, or -C≡C-;

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**R<sup>b</sup> is**

- (a) H; or
- (b) C<sub>1</sub>-C<sub>6</sub>-alkyl, optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -OCONH<sub>2</sub>, -OCONH(C<sub>1</sub>-C<sub>4</sub>alkyl), NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>4</sub>alkyl), N(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), NHCONH<sub>2</sub>, NHCONH(C<sub>1</sub>-C<sub>4</sub>alkyl), -NHCON(C<sub>1</sub>-C<sub>4</sub>alkyl)(C<sub>1</sub>-C<sub>4</sub>alkyl), COO-(C<sub>1</sub>-C<sub>4</sub>-alkyl), COOH, CN, and CONH<sub>2</sub>;

**R<sup>2</sup> is:**

- (a) H;
- (b) -C<sub>1</sub>-C<sub>4</sub>-alkyl, -C<sub>3</sub>-C<sub>6</sub>-cycloalkyl or -C<sub>1</sub>-C<sub>4</sub>-alkyl-(C<sub>3</sub>-C<sub>6</sub>)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, O-CONR<sup>a</sup>R<sup>b</sup>, NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)CONR<sup>a</sup>R<sup>b</sup>, COO-(C<sub>1</sub>-C<sub>4</sub>)alkyl, COOH, CN, CONR<sup>a</sup>R<sup>b</sup>, SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, -C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl and piperazinyl;
- (c) -C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl;
- (d) aryl or -(C<sub>1</sub>-C<sub>4</sub>-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isooxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -CH=CH-, or -C≡C-; or
- (e) -C(=O)(R<sup>a</sup>), -CONR<sup>a</sup>R<sup>b</sup>, COO-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -SO<sub>2</sub>R<sup>a</sup>, -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>);

**R<sup>3</sup> is**

- (a) H;
- (b) -C<sub>1</sub>-C<sub>4</sub>-alkyl, -C<sub>3</sub>-C<sub>6</sub>-cycloalkyl or -C<sub>1</sub>-C<sub>4</sub>-alkyl-(C<sub>3</sub>-C<sub>6</sub>)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, O-CONR<sup>a</sup>R<sup>b</sup>, NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>R<sup>b</sup>)CONR<sup>a</sup>R<sup>b</sup>, COO-(C<sub>1</sub>-C<sub>4</sub>)alkyl, COOH, CN, CONR<sup>a</sup>R<sup>b</sup>, SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>R<sup>b</sup>)SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, -C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl;

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- (d) aryl or  $-(C_1-C_4\text{-alkyl})\text{-aryl}$ , wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(=\text{O})(\text{R}^a)$ , v)  $-\text{OR}^a$ , vi)  $-\text{NR}^a\text{R}^b$ , vii)  $-\text{C}_0\text{-4alkyl-}\text{CO-}\text{OR}^a$ , viii)  $-(\text{C}_0\text{-4alkyl})\text{-NH-}\text{CO-}\text{OR}^a$ , ix)  $-(\text{C}_0\text{-4alkyl})\text{-CO-}\text{N}(\text{R}^a)(\text{R}^b)$ , x)  $-\text{S}(\text{O})_{0-2}\text{R}^a$ , xi)  $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$ , xii)  $-\text{NR}^a\text{SO}_2\text{R}^a$ , xiii)  $-\text{C}_1\text{-10alkyl}$ , and xiv)  $-\text{C}_1\text{-10alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-\text{NR}^a\text{-}$ ,  $-\text{O-}$ ,  $-\text{S}(\text{O})_{1-2}\text{-}$ ,  $-\text{O-C(O)-}$ ,  $-\text{C(O)-O-}$ ,  $-\text{C(O)-N(R}^a\text{)-}$ ,  $-\text{N(R}^a\text{)-C(O)-}$ ,  $-\text{N(R}^a\text{)-C(O)-N(R}^a\text{)-}$ ,  $-\text{C(O)-}$ ,  $-\text{CH(OH)-}$ ,  $-\text{CH=CH-}$ , or  $-\text{C}\equiv\text{C-}$ ;
- (e)  $-\text{O-C}_1\text{-C}_4\text{-alkyl}$ ,  $-\text{O-C}_0\text{-C}_4\text{-alkyl-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ,  $-\text{O-aryl}$  or  $-\text{O(C}_1\text{-C}_4\text{-alkyl)-aryl}$ ; or
- (f)  $-\text{C}(=\text{O})(\text{R}^a)$ ,  $-\text{SO}_2\text{R}^a$ ,  $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$ ,  $\text{CN}$ ,  $\text{NR}^a\text{R}^b$ ,  $\text{NO}_2$ ,  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ ,  $\text{OH}$ ,  $\text{OCONR}^a\text{R}^b$ ,  $\text{O}(\text{C}_1\text{-C}_4\text{-alkyl})\text{CONR}^a\text{R}^b$ ,  $-\text{OSO}_2\text{NR}^a\text{R}^b$ ,  $\text{COOR}^a$ , or  $\text{CONR}^a\text{R}^b$ ;

$\text{R}^4$  and  $\text{R}^5$  each independently is:

- (a) H;
- (b)  $-\text{C}_1\text{-C}_6\text{-alkyl}$ ,  $-\text{C}_2\text{-C}_6\text{-alkenyl}$ ,  $-\text{C}_2\text{-C}_6\text{-alkynyl}$  or  $-\text{C}_3\text{-C}_6\text{-cycloalkyl}$ , any of which is optionally substituted with one or more of the following substituents: F,  $\text{CF}_3$ ,  $-\text{O}(\text{C}_1\text{-C}_4\text{-alkyl})\text{alkyl}$ ,  $\text{CN}$ ,  $-\text{NR}^a(\text{R}^b)$ ,  $-\text{N}(\text{R}^a)\text{CO}(\text{C}_1\text{-C}_4\text{-alkyl})\text{alkyl}$ ,  $\text{COOR}^b$ ,  $\text{CON}(\text{R}^a)(\text{R}^b)$  or phenyl;
- (c)  $-\text{O-C}_0\text{-C}_6\text{-alkyl}$ ,  $-\text{O-aryl}$ , or  $-\text{O-C}_1\text{-C}_4\text{-alkyl-aryl}$ , wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(=\text{O})(\text{R}^a)$ , v)  $-\text{OR}^a$ , vi)  $-\text{NR}^a\text{R}^b$ , vii)  $-\text{C}_0\text{-4alkyl-}\text{CO-}\text{OR}^a$ , viii)  $-(\text{C}_0\text{-4alkyl})\text{-NH-}\text{CO-}\text{OR}^a$ , ix)  $-(\text{C}_0\text{-4alkyl})\text{-CO-}\text{N}(\text{R}^a)(\text{R}^b)$ , x)  $-\text{S}(\text{O})_{0-2}\text{R}^a$ , xi)  $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$ , xii)  $-\text{NR}^a\text{SO}_2\text{R}^a$ , xiii)  $-\text{C}_1\text{-10alkyl}$ , and xiv)  $-\text{C}_1\text{-10alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-\text{NR}^a\text{-}$ ,  $-\text{O-}$ ,  $-\text{S}(\text{O})_{1-2}\text{-}$ ,  $-\text{O-C(O)-}$ ,  $-\text{C(O)-O-}$ ,  $-\text{C(O)-N(R}^a\text{)-}$ ,  $-\text{N(R}^a\text{)-C(O)-}$ ,  $-\text{N(R}^a\text{)-C(O)-N(R}^a\text{)-}$ ,  $-\text{C(O)-}$ ,  $-\text{CH(OH)-}$ ,  $-\text{C=C-}$ , or  $-\text{C}\equiv\text{C-}$ ;
- (d)  $-\text{C}_0\text{-C}_4\text{-alkyl-C}_1\text{-C}_4\text{-perfluoroalkyl}$ , or  $-\text{O-C}_0\text{-C}_4\text{-alkyl-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ; or
- (e)  $\text{CN}$ ,  $\text{NH}_2$ ,  $\text{NO}_2$ ,  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ ,  $\text{OH}$ ,  $\text{OCON}(\text{R}^a)(\text{R}^b)$ ,  $-\text{O}(\text{C}_1\text{-C}_4\text{-alkyl})\text{CONR}^a\text{R}^b$ ,  $-\text{OSO}_2\text{N}(\text{R}^a)(\text{R}^b)$ ,  $\text{COOR}^b$ ,  $\text{CON}(\text{R}^a)(\text{R}^b)$ , or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(=\text{O})(\text{R}^a)$ , v)  $-\text{OR}^a$ , vi)  $-\text{NR}^a\text{R}^b$ , vii)  $-\text{C}_0\text{-4alkyl-}\text{CO-}\text{OR}^a$ , viii)  $-(\text{C}_0\text{-4alkyl})\text{-NH-}\text{CO-}\text{OR}^a$ , ix)  $-(\text{C}_0\text{-4alkyl})\text{-CO-}\text{N}(\text{R}^a)(\text{R}^b)$ , x)  $-\text{S}(\text{O})_{0-2}\text{R}^a$ , xi)  $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$ , xii)  $-\text{NR}^a\text{SO}_2\text{R}^a$ , xiii)  $-\text{C}_1\text{-10alkyl}$ , and xiv)  $-\text{C}_1\text{-10alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-\text{NR}^a\text{-}$ ,  $-\text{O-}$ ,  $-\text{S}(\text{O})_{1-2}\text{-}$ ,  $-\text{O-C(O)-}$ ,  $-\text{C(O)-O-}$ ,  $-\text{C(O)-N(R}^a\text{)-}$ ,  $-\text{N(R}^a\text{)-C(O)-}$ ,  $-\text{N(R}^a\text{)-C(O)-N(R}^a\text{)-}$ ,  $-\text{C(O)-}$ ,  $-\text{CH(OH)-}$ ,  $-\text{C=C-}$ , or  $-\text{C}\equiv\text{C-}$ ; and

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R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> each independently is:

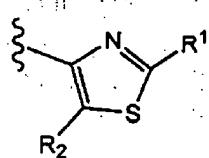
- (a) H, provided at least one of R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> is not hydrogen;
- (b) C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>4</sub>-alkenyl, C<sub>3</sub>-C<sub>4</sub>-alkynyl or C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted all substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, OCON(R<sup>a</sup>)(R<sup>b</sup>), NR<sup>a</sup>R<sup>b</sup>, COOR<sup>a</sup>, CN, CONR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)CONR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>)SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, S(O)<sub>0-2</sub>(C<sub>1</sub>-C<sub>4</sub>-alkyl), -C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (c) -O- C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-C<sub>2</sub>-C<sub>6</sub>-cycloalkyl, -S-C<sub>1</sub>-C<sub>6</sub>-alkyl, or -S-C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>4</sub>-alkyl), N(C<sub>1</sub>-C<sub>4</sub>-alkyl)<sub>2</sub>, COOH, CN, CONH<sub>2</sub>, CONH(C<sub>1</sub>-C<sub>4</sub>-alkyl), CONH(C<sub>1</sub>-C<sub>4</sub>-alkyl)<sub>2</sub>, SO<sub>2</sub>NH<sub>2</sub>, SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub>-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (d) -C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl, or -O-C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl; or
- (e) -O-aryl, or -O-C<sub>1</sub>-C<sub>4</sub>-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -CH=CH-, or -C≡C; (f) CN, N(R<sup>a</sup>)(R<sup>b</sup>), NO<sub>2</sub>, F, Cl, Br, I, -OR<sup>a</sup>, -SR<sup>a</sup>, -OCON(R<sup>a</sup>)(R<sup>b</sup>), -OSO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), COOR<sup>b</sup>, CON(R<sup>a</sup>)(R<sup>b</sup>), -N(R<sup>a</sup>)CON(R<sup>a</sup>)(R<sup>b</sup>), -N(R<sup>a</sup>)SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), -C(OR<sup>b</sup>)R<sup>a</sup>, -C(OR<sup>b</sup>)CF<sub>3</sub>, -C(NHR<sup>a</sup>)CF<sub>3</sub>, -C(=O)R<sup>a</sup>, C(=O)CF<sub>3</sub>, -SOCH<sub>3</sub>, -SO<sub>2</sub>CH<sub>3</sub>, -NHSO<sub>2</sub>(C<sub>1-6</sub>-alkyl), -NHSO<sub>2</sub>-aryl, SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), -CH<sub>2</sub>OSO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), SO<sub>2</sub>N(R<sup>b</sup>)-OR<sup>a</sup>, -C(=NH)NH<sub>2</sub>, -CR<sub>a</sub>=N-OR<sub>a</sub>, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -CH=CH-, or -C≡C; or when R<sup>6</sup> and R<sup>7</sup> are present on adjacent carbon atoms, R<sup>6</sup> and R<sup>7</sup>, together with the benzene ring to which

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they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinolinyl, isoquinolinyl, quinoxalinyl, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any aromatic ring of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO<sub>2</sub>, iv) -CHO, v) -O-C<sub>1-4</sub>alkyl, vi) -N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), vii) -C<sub>0-4</sub>alkyl-CO-O(C<sub>0-4</sub>alkyl), viii) -(C<sub>0-4</sub>alkyl)-NH-CO-O(C<sub>0-4</sub>alkyl), ix) -(C<sub>0-4</sub>alkyl)-CO-N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), x) -S(C<sub>0-4</sub>alkyl), xi) -S(O)(C<sub>1-4</sub>alkyl), xii) -SO<sub>2</sub>(C<sub>0-4</sub>alkyl), xiii) -SO<sub>2</sub>N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), xiv) -NHSO<sub>2</sub>(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), xv) -C<sub>1-10</sub>alkyl and xvi) -C<sub>1-10</sub>alkyl in which one or more of the carbons can be replaced by a -N(C<sub>0-6</sub>alkyl)-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(C<sub>0-6</sub>alkyl)-, -N(C<sub>0-6</sub>alkyl)-C(O)-, -N(C<sub>0-6</sub>alkyl)-C(O)-N(C<sub>0-6</sub>alkyl)-, -C(O)-, -CH(OH), -CH=CH-, or -C≡C-.

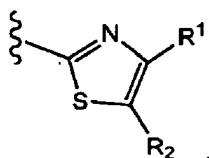
2(Original). A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

HET is



3(Original). A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

HET is



4. Canceled.

5. Canceled.

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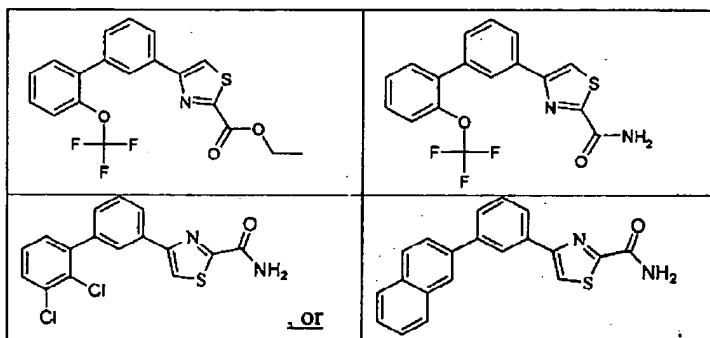
6. Canceled.

7. Canceled.

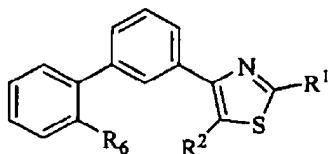
8(Original). A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

$R^6$  is other than H and is attached at the ortho position.

9(Currently Amended). A compound represented by

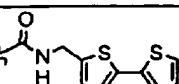
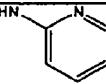


10(Currently Amended) A compound according to Claim 1- which is represented by

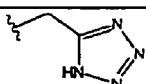
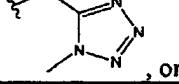
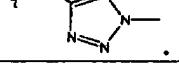


$R^6$	$R^2$	$R^1$
Cl	H	H
Cl	H	COOEt
Cl	H	CONH <sub>2</sub>
Cl	H	CONH-tBu

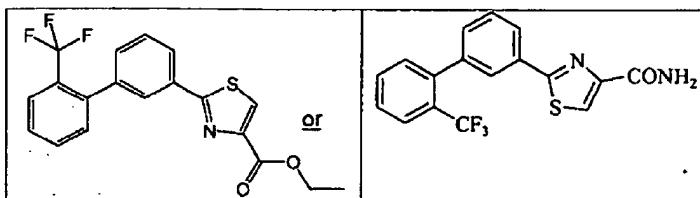
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<b>R<sup>6</sup></b>	<b>R<sup>2</sup></b>	<b>R<sup>1</sup></b>
Cl	H	
Cl	H	NH <sub>2</sub>
CF <sub>3</sub>	H	COOEt
CF <sub>3</sub>	H	CONH <sub>2</sub>
CF <sub>3</sub>	H	H
CF <sub>3</sub>	H	NH <sub>2</sub>
OCF <sub>3</sub>	H	CH <sub>3</sub>
OCF <sub>3</sub>	H	H
OCF <sub>3</sub>	H	NH <sub>2</sub>
OCF <sub>3</sub>	H	CONMe <sub>2</sub>
OCF <sub>3</sub>	Cl	CH <sub>3</sub>
OCF <sub>3</sub>	H	NHSO <sub>2</sub> CH <sub>3</sub>
OCF <sub>3</sub>	H	CH <sub>2</sub> OH
O-Ph	H	CONH <sub>2</sub>
CF <sub>3</sub>	H	NHCONH-iPr
OCF <sub>3</sub>	H	NHCONH-iPr
OCF <sub>3</sub>	H	NHCOCH <sub>3</sub>
CF <sub>3</sub>	H	NHCOCH <sub>3</sub>
OCF <sub>3</sub>	H	CH <sub>2</sub> COOEt
OCF <sub>3</sub>	H	CH <sub>2</sub> CN
OCF <sub>3</sub>	H	CH <sub>2</sub> CONH <sub>2</sub>
CF <sub>3</sub>	H	CH <sub>2</sub> CONH <sub>2</sub>
OCF <sub>3</sub>	H	NHCONMe <sub>2</sub>
OCF <sub>3</sub>	H	
OCF <sub>3</sub>	H	2-Pyrimidyl
OCF <sub>3</sub>	H	2-Pyridyl
OCF <sub>3</sub>	H	2-Oxazolyl
OCF <sub>3</sub>	H	2-Imidazolyl
OCF <sub>3</sub>	H	2-Pyrazolyl
OCF <sub>3</sub>	H	2-(1-Methyl)-imidazolyl

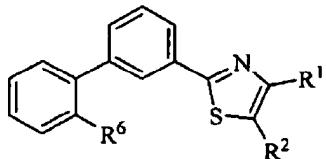
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<b>R<sup>6</sup></b>	<b>R<sup>2</sup></b>	<b>R<sup>1</sup></b>
OCF <sub>3</sub>	H	
OCF <sub>3</sub>	H	
OCF <sub>3</sub>	H	

11(Currently Amended). A compound represented by



12(Currently Amended). A compound according to Claim 1 represented by



<b>R<sub>6</sub></b>	<b>R<sub>2</sub></b>	<b>R<sub>1</sub></b>
CF <sub>3</sub>	H	H
CF <sub>3</sub>	H	COOEt
CF <sub>3</sub>	H	CONH <sub>2</sub>
CF <sub>3</sub>	H	CONHCH <sub>3</sub>
CF <sub>3</sub>	COOEt	CH <sub>3</sub>
CF <sub>3</sub>	CONH <sub>2</sub>	CH <sub>3</sub>
OCF <sub>3</sub>	H	H
OCF <sub>3</sub>	H	COOCH <sub>3</sub>
OCF <sub>3</sub>	H	CONH <sub>2</sub>

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R <sub>6</sub>	R <sub>2</sub>	R <sub>1</sub>
OCF <sub>3</sub>	H	COOH
OCF <sub>3</sub>	H	CH <sub>2</sub> OH
OCF <sub>3</sub>	H	CONH(CH <sub>2</sub> ) <sub>3</sub> OH, or
O-Ph	H	CONH <sub>2</sub>

13. Canceled.

14. Canceled.

15. Canceled.

16. Canceled.

17(Original). A pharmaceutical composition comprising a therapeutically effective amount of the compound according to Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

18. Canceled.

19. Withdrawn.

20. Withdrawn.

21. Withdrawn.

22. Withdrawn.

23. Withdrawn.

24. Withdrawn.

25. Withdrawn.

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26. Withdrawn.

27. Withdrawn.

28. Withdrawn.

29. Withdrawn.

30. Withdrawn.

31. Withdrawn.